

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

TOWN NORTH BANK, N.A.,	§	
	§	
Plaintiff,	§	
	§	
v.	§	
	§	
SHAY FINANCIAL SERVICES INC., UBS	§	CIVIL ACTION NO. 3:11-CV-3125-L
FINANCIAL SERVICES, INC., MORGAN	§	
STANLEY & CO. LLC, MERRILL LYNCH	§	
& CO. INC., J.P. MORGAN SECURITIES	§	
LLC, successor in interest to BEAR	§	
STEARNS & CO., INC.,	§	
	§	
Defendants.	§	

**SHAY FINANCIAL SERVICES, INC.’S JOINDER IN AND INCORPORATION
BY REFERENCE OF THE BANK DEFENDANTS’ MOTION TO DISMISS**

In light of the factual and legal overlap and dual application of the arguments made by the Bank Defendants for the dismissal of Plaintiff Town North Bank, N.A.’s (“Town North”) claims for violation of section 10(b) of the Securities Exchange Act of 1934, violation of article 581-33(A)(2) of the Texas Securities Act, and common law fraud, Defendant Shay Financial Services, Inc. (“Shay Financial”) hereby joins in and incorporates by reference those arguments to the extent that they apply to those claims as asserted by Town North against Shay Financial.

Because the arguments set forth by the Bank Defendants apply equally to all Defendants, Shay Financial will not repeat those arguments in full.

Accordingly, Town North Bank's Complaint should be dismissed.

Respectfully submitted

s/ Mark R. McDonald

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**ATTORNEYS FOR DEFENDANT
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CERTIFICATE OF SERVICE

I hereby certify that on May 18, 2012, a true and correct copy of the foregoing was filed via the Court's CM/ECF system which will send notification of such filings(s) to all counsel of record consenting to electronic service.

s/ Mark R. McDonald

Mark R. McDonald